

**ORIGINAL**



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**BEFORE THE ARIZONA CORPORATION COM**

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**JEFF HATCH-MILLER**

Chairman

**WILLIAM A. MUNDELL**

Commissioner

**MARC SPITZER**

Commissioner

**MIKE GLEASON**

Commissioner

**KRISTIN K. MAYES**

Commissioner

AZ CORP COMMISSION  
DOCUMENT CONTROL

IN THE MATTER OF THE JOINT	)	DOCKET NO. T-04282A-06-0161
APPLICATION AND PETITION FOR	)	T-20448A-06-0161
WAIVER OF TIME WARNER NY CABLE	)	T-20449A-06-0161
LLC, TIME WARNER CABLE	)	
INFORMATION SERVICES (ARIZONA),	)	<b>SUPPLEMENT TO APPLICATION;</b>
LLC, AND ACC	)	<b>NOTICE OF FILING</b>
TELECOMMUNICATIONS, LLC, FOR	)	<b>AFFIDAVIT OF PUBLICATION;</b>
APPROVAL OF ASSIGNMENT OF	)	<b>REQUEST FOR WAIVER</b>
ASSETS	)	
	)	

This document supplements the Joint Application and Petition for Waiver filed on March 10, 2006, by Time Warner NY Cable LLC ("TWN"), Time Warner Cable Information Services (Arizona), LLC, d/b/a Time Warner Cable ("TWCIS"), and ACC Telecommunications, LLC ("ACC Telecom") (collectively, "Applicants").

**1. Transfer of Certificate of Convenience and Necessity**

The Applicants, hereby request that the certificate of convenience and necessity (CC&N) issued to ACC Telecom on April 12, 2006 (Decision No. 68650, Docket No. T-04282A-04-0763) be transferred to TWCIS in conjunction with approval of this asset

transfer. This has been the parties' intention from the inception, and we are confirming it here for clarification. Attached at Tab A is a letter submitted to Staff (but not the Hearing Division) on May 5, 2006, plainly requesting that the CC&N newly issued to ACC Telecommunications be transferred to TWCIS and supplementing the information originally provided to staff to include information required under R14-2-1105.

**2. Compliance with A.A.C. R14-2-1104(E)**

Attached at Tab B is an affidavit from the Arizona Republic confirming that Applicants arranged for the publication of the notice set forth in the procedural order issued by Judge Wolfe on May 22, 2006. That notice was published on May 25, 2006.

**3. Compliance with A.A.C. R14-2-1107**

Rule 1107 requires any "telecommunications company providing competitive local exchange or interexchange service on a resold or facilities-based basis" to file an application for authorization with the Commission if it intends to discontinue service or to abandon all or a portion of its service area. Two points are important to mention with respect to the application of Rule 1107. First, ACC Telecommunications provides only private line data service, as service that does not fall within the definition of local exchange service: "The telecommunications service that provides local dial tone, access line, and local usage within an exchange or local calling area." R14-2-1102 (8). ACC Telecommunications does not provide interexchange service.

Second, service to ACC Telecommunications' customers will not be discontinued or abandoned; rather, the assets used to provide that service, as well as the customers themselves, will be transferred to TWC. To the extent the Commission concludes that

ACC Telecommunications is nonetheless “discontinuing” service, ACC Telecom requests that the Commission accept the original Application in this matter as notice to the Commission that ACC Telecom would be discontinuing service. The Application clearly disclosed that ACC would cease providing service in Arizona: “TWCIS therefore will effectively be stepping into the shoes of ACC Telecom in all material respects and ACC Telecom will no longer offer regulated telecommunications service in the state.” Application p. 3.

With respect to customer notification, ACC Telecommunications has three customers with contracts in Arizona. All of these customers have received notice of the proposed discontinuance of service by ACC Telecommunications.

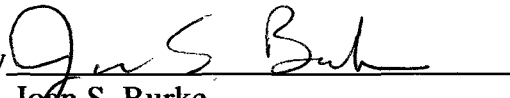
**4. Waiver of Timing Requirements in Decision No. 68650**

Decision No. 68650 required ACC Telecommunications LLC “to notify each of its private line service customers and the Commission 60 days prior to filing an application to discontinue service pursuant to A.A.C. R14-2-1107” and “to docket conforming tariffs for its point to point dedicated data service within 365 days from the date of an Order in this matter or 30 days prior to providing service, whichever comes first . . .” Decision p. 5. ACC Telecommunications LLC submits that it has substantially complied with each of these requests by giving the three customers in question notice that service by ACC Telecommunications will be transferred to TWC and by filing the ACC Telecommunications tariff. (*See* letter filed in docket by Jo Gentry on May 24, 2006, attaching tariff.)

This is an unusual case. ACC Telecommunications provides data-only service to a handful of customers. These customers are fully aware (both through verbal and written notice) that the transfer is pending. Because Adelphia Communications Corporation filed for bankruptcy in June of 2002, customers have been on notice for years that a change of ownership was likely. ACC Telecommunication has been in close contact with the Commission, since filing its CC&N application in October 2004. Given this set of unusual circumstances, the Applicants respectfully request that the Commission waive the timing portions of these two requirements and deem the requirements contained in Decision No. 68650 met.

Respectfully submitted this 2nd day of June, 2006.

OSBORN MALEDON PA

By   
Joan S. Burke  
2929 North Central, Suite 2100  
Phoenix, Arizona 85012  
(602) 640-9356  
E-mail: jburke@omlaw.com

Attorney for Time Warner NY Cable  
LLC and Time Warner Cable  
Information Services (Arizona), LLC

Original and fifteen (17) copies of  
the foregoing filed this 2nd day of  
June, 2006, with:

Docket Control  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Copies of the foregoing mailed this  
2nd day of June, 2006, to:

Ernest G. Johnson, Director  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Maureen Scott  
Legal Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Teena Wolfe  
Administrative Law Judge  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Brenda Wendt

A

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May 5, 2006

***VIA HAND-DELIVERY AND E-MAIL DELIVERY***

Ms. Maureen Scott  
Senior Staff Counsel, Legal Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Mr. Armando Fimbres  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Re: Joint Application Re Acquisition of ACC Telecommunications, LLC  
by Time Warner Cable entities; Dockets Nos. T-04282A-06-0161; T-  
20448A-06-0161; and T-20449A-06-0161

Dear Maureen and Armando:

This letter supplements the Joint Application and Petition for Waiver filed by Time Warner NY Cable LLC ("TWNKY"), Time Warner Cable Information Services (Arizona), LLC, d/b/a Time Warner Cable ("TWCIS"), ACC Telecommunications, LLC ("ACC Telecom") ("Applicants") on March 10, 2006.

Attached at tab 1 is a certificate of good standing for TWCIS. In the Joint Application, the parties sought Commission approval for the transfer to TWCIS of the certificate of convenience and necessity ("CC&N") held by ACC Telecom. This transfer should occur in conjunction with the Commission's approval of the proposed acquisition.

Ms. Maureen Scott  
Mr. Armando Fimbres  
Page 2  
May 5, 2006

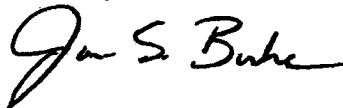
TWCIS is a newly formed company and thus will not have provided service in any jurisdiction prior to the consummation of this transaction. TWCIS is a wholly owned subsidiary of TWNY, which is a wholly owned subsidiary of Time Warner Cable, Inc. The ultimate parent of TWCIS, TWNY and Time Warner Cable Inc. is Time Warner Inc. Attached at tab 2 is a list of the TWCIS officers who will provide management support for Arizona operations, and accompanying biographical information about each manager. There are no formal or informal complaint proceedings pending against TWCIS or against any of the officers identified at tab 2. Similarly, there are no civil or criminal investigations or judgments (or criminal convictions) pending or levied in the last 10 years against TWCIS or the officers identified at tab 2.

TWCIS, TWNY and ACC Telecom respectfully request regulatory approval of the Joint Application. The Joint Application describes, in greater detail, the planned acquisition of ACC Telecom assets and customers by TWNY and the attendant transfer of the CC&N held by ACC Telecom to TWCIS. The Applicants are available at the Hearing Division's convenience for a hearing on the Joint Application.

Please call me if you have any questions regarding the enclosed information.

Thank you.

Sincerely,



Joan S. Burke

JSB/bw

cc: Jo Gentry, External Affairs Director, Adelphia Communications  
Vincent Paladini, Associate Counsel Time Warner Cable



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# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

### CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

**\*\*\*TIME WARNER CABLE INFORMATION SERVICES (ARIZONA), LLC\*\*\***

a foreign limited liability company organized under the laws of the jurisdiction of Delaware did obtain a Certificate of Registration in Arizona on the 27th day of February 2006.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company has not had its Certificate of Registration revoked for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed a Certificate of Cancellation as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 3rd Day of May, 2006, A. D.



  
EXECUTIVE SECRETARY

BY: 

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## **TECHNICAL AND MANAGERIAL ABILITY**

Applicant will rely on the individuals identified in the following biographies for technical and managerial support in providing services in Arizona as described in this application. Through arrangements with its parent Time Warner Cable, Applicant will have sufficient managerial and technical capability to ensure that Applicant can provide the services for which it seeks certification. The management teams at Time Warner Cable, based in Stamford, Connecticut, include individuals with extensive experience in successfully developing and operating communications businesses, including local telephone businesses. Moreover, Time Warner Cable possesses the internal managerial resources to support Applicant's Arizona operations.

Certain persons that are part of the management teams at Time Warner Cable are also officers of Applicant. Their expertise in telecommunications makes the Time Warner Cable management team well-qualified to construct and operate facilities on behalf of Applicant. In addition, the officers and management of Time Warner Cable also have the technical expertise, developed through designing, constructing, and operating telecommunications networks, to provide the proposed services. Specific technical experience of officers and management of Applicant can be found below. Further information concerning Directors and Officers of Time Warner Inc., a parent of both Time Warner Cable and the Petitioner, can be found in the attached Form 10-K.

### **BIOGRAPHICAL SKETCHES OF MANAGEMENT FOR TIME WARNER CABLE INFORMATION SERVICES (GEORGIA), LLC,**

#### **Carl Rossetti, President**

Carl Rossetti is President of TWCIS and Executive Vice President of Time Warner Cable, a position he has held since 1998. Mr. Rossetti joined Time Warner Cable in 1976 and has held numerous management positions, including Division President of Time Warner Cable's Portland, Maine Division and interim CEO of Road Runner, the high-speed online service delivered through cable modems and over the cable television infrastructure. In this position, Mr. Rossetti was responsible for overall strategic planning to grow the business and maintain Road Runner's commitment to providing premier high-speed access service. Mr. Rossetti has also served as Time Warner Cable's Senior Vice President of Corporate Development, where he managed and oversaw all of the company's international investments, negotiated non-cable and vendor agreements including acquisitions, mergers and disposition of assets. Additionally, Mr. Rossetti served as Interim CEO of Time Warner Telecom, where he helped initiate Time Warner Cable's efforts to branch into the competitive local exchange business. Mr. Rossetti may be contacted at 290 Harbor Drive, Stamford, CT 06902-6732, (203) 328-0618 (phone), (203) 328-4896 (fax), or [carl.rossetti@twcable.com](mailto:carl.rossetti@twcable.com).

**Gerald D. Campbell, Senior Vice President**

Gerald Campbell is Time Warner Cable's Executive Vice President, Phone Operations, responsible for developing the company's telephone and related businesses. Mr. Campbell brings to Time Warner nearly 30 years of experience in the cable and telephone industries. Mr. Campbell spent nearly ten years with Comcast Communications in senior management roles and developed and built the company's voice business in the United Kingdom. Prior to joining Comcast, Mr. Campbell held executive positions with Cablevision of Boston and Warner Communications. Mr. Campbell may be contacted at 290 Harbor Drive, Stamford, CT, 06902-6732, (203) 328-0600 (phone), (203) 328-4030 (fax), or gerry.campbell@twcable.com.

**Sam Howe, Chief Marketing Officer**

Sam Howe is Time Warner Cable's Chief Marketing Officer. He is responsible for the development, roll out and management of all marketing initiatives for Time Warner Cable. Prior to joining Time Warner Cable, Mr. Howe operated his own company, Howe Strategic, where he provided marketing, planning and business development consultation to companies in the media industry. Mr. Howe's telephone experience was acquired in the United Kingdom from 1993-1998, where he spent three years as Senior Vice President of TeleWest plc, a leading telecommunications company providing cable television, telephone and ISP services. Prior to that Howe spent two years as Group Director of marketing at SBS Cablecomms, Inc. a 50/50 partnership between Cox Communications Inc. and Southwestern Bell Inc. Mr. Howe began his career working in the cable industry and eventually spent nine years at Cox Communications, Inc. where he held various positions in finance and marketing. Mr. Howe holds a B.A. from Bowdoin College in Brunswick, Maine and a MBA from the Kellogg Graduate School of Management at Northwestern University. Mr. Howe may be contacted at 290 Harbor Drive, Stamford, CT 06902-6732, (203) 351-2075 (phone), (203) 328-4030 (fax), or sam.howe@twcable.com.

**Thomas C. Feige, President, National Division**

Thomas Feige has accrued over 25 years of telecommunications experience while working for Time Warner Cable and its predecessor companies. In that time, Mr. Feige has held a variety of management positions, including General Manager, Regional Manager, Division Manager and Group Vice President. As President of Time Warner Cable's Full Service Network, he led the creation of the world's first interactive television system. More recently, he was President of Time Warner Cable's Los Angeles Division. Currently, as President of Time Warner Cable's National Division, he is responsible for the Company's businesses in Florida, Louisiana, Alabama, Georgia, Kansas, Missouri, Georgia, Indiana, West Virginia and Colorado. Mr. Feige has served as Chairman of the Board of Adlink and as Chairman of the California Cable & Telecommunications Association. He is also a founding member of the Board of the Advanced Networked Cities and Regions Association and a member of the International Advisory Board for two public/private sector cooperative developments in the Netherlands, the Kenniswijk

(knowledge area) project and the Nuenen FTTH Broadband Deployment. Mr. Feige is an attorney and member of the New York State Bar. Mr. Feige may be contacted at 160 Inverness Drive West, Suite 300, Englewood, CO 80112, (303) 649-8099 (phone), (303) 649-8090 (fax), or [tom.feige@twcable.com](mailto:tom.feige@twcable.com).

**Julie Y. Patterson, Secretary**

Julie Patterson is Vice President and Chief Counsel, Telephony, of Time Warner Cable in Stamford, Connecticut. After practicing communications law in private practice, Ms. Patterson served as an Attorney Advisor in the Common Carrier Bureau of the Federal Communications Commission, where she worked on issues relating to local telephone competition, the deployment of broadband services, Bell Operating Company section 271 applications, and communications and media mergers. Ms. Patterson has a B.A. degree from the University of Pennsylvania and a J.D. degree from the College of William and Mary. Ms. Patterson may be contacted at 290 Harbor Drive, Stamford, CT 06902-6732, (203) 328-0600 (phone), (203) 328-4030 (fax), or [julie.patterson@twcable.com](mailto:julie.patterson@twcable.com).

B

IN THE MATTER OF THE APPLICATION OF ACC TELECOMMUNICATIONS, LLC d/b/a ADELPHIA FOR APPROVAL OF ASSIGNMENT OF ASSETS TO TIME WARNER NY CABLE, LLC AND TIME WARNER CABLE INFORMATION SERVICES (ARIZONA), LLC AND TO TRANSFER THE CERTIFICATE OF CONVENIENCE AND NECESSITY OF ACC TELECOMMUNICATIONS, LLC d/b/a ADELPHIA TO TIME WARNER CABLE INFORMATION SERVICE (ARIZONA), LLC.

Docket No. T-20449A-06-0161 et al.

Time Warner NY Cable LLC ("TWNY"), Time Warner Cable Information Services (Arizona), LLC, dba Time Warner Cable ("TWCIS") and ACC Telecommunications, LLC dba Adelphia ("ACCT") filed with the Arizona Corporation Commission ("Commission") an application for expedited consideration requesting approval of the proposed assignment from ACCT to TWNY, and immediately thereafter, to TWCIS, of existing customer contracts and related assets of ACCT used in connection with the provision of intrastate telecommunications services in Arizona, pursuant to A.R.S. § 46-285. ACCT and TWCIS also request approval of the transfer of the Certificate of Convenience and Necessity ("Certificate") held by ACCT to provide intrastate, facilities-based, non-switched, dedicated point-to-point data transport telecommunications services throughout the State of Arizona to TWCIS. If the application is approved, ACCT will discontinue the provision of service and TWCIS will be required by the Commission to provide this service under the rates and charges and terms and conditions established by the Commission.

The application and report of the Commission's Utilities Division Staff are available for inspection during regular business hours at the offices of the Arizona Corporation Commission in Phoenix, Arizona, at 1200 West Washington Street, on the internet via the Commission website ([www.azcc.gov](http://www.azcc.gov)) using the e-docket function, and at the offices of Osborn Maledon, P.A., 2929 North Central Avenue, 21st Floor, Phoenix, AZ 85012-2794.

Under appropriate circumstances, interested parties may intervene in the proceedings and participate as a party. You may have the right to intervene in the proceeding, or you may make a statement for the record. Intervention shall be in accordance with A.A.C. R14-3-105, except that all motions to intervene must be filed on or before June 7, 2006. Persons desiring to intervene must file a written motion to intervene with the Commission and send such motion to the Company or its counsel and to all parties of record, and which at the minimum, shall contain the following:

1. The name, address, and telephone number of the proposed intervenor and of any party upon whom service of documents is to be made if different than the intervenor.
2. A short statement of the proposed intervenor's interest in the proceeding (e.g. a customer of the company, a shareholder of the company, a competitor, etc.).
3. A statement certifying that a copy of the motion to intervene has been mailed to the Company or its counsel and to all parties of record in the case.

A.A.C. R14-3-105 governs the granting of motions to intervene. The granting of intervention, among other things, entitles a party to present sworn evidence at the hearing and to cross-examine other witnesses. However, failure to intervene will not preclude any interested person or entity from appearing at the hearing and making a statement on their own behalf. The hearing is scheduled to commence on June 7, 2006 at 1:00 p.m. at the Arizona Corporation Commission, 1200 West Washington Street, Phoenix, Arizona 85007. Please check with the Commission for any changes to the scheduled hearing date.

If you have any comments, mail them to:  
The Arizona Corporation Commission  
Attention Docket Control  
T-20449A-06-0161 et al.  
re: Time Warner Cable Information Services (Arizona) LLC dba Time Warner Cable  
ACC Telecommunications, LLC dba Adelphia  
1200 West Washington Street  
Phoenix, Arizona 85007  
If you have any questions about this application, or want information on intervention, you may contact the Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007 or call 1-800-222-7000.  
The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as sign language interpreter, as well as request this document in an alternative format, by contacting Linda Hogan, ADA Coordinator, voice phone number 602-542-3931. Requests should be made as early as possible to allow time to arrange the accommodation.  
06366 May 25, 2006

# THE ARIZONA REPUBLIC

STATE OF ARIZONA  
COUNTY OF MARICOPA } SS.

Kelly Howard, being first duly sworn, upon oath deposes and says: That he is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

May 25, 2006

*Kelly Howard*

Sworn to before me this  
2<sup>ND</sup> day of  
June A.D. 2006



*Marilyn Greenwood*  
Notary Public